FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D



03043399

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR ORM LIMITED OFFERING EXEMPTION

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OMB API	PROVAĹ
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average	burden
hours per response	1

Prefix

SEC USE ONLY

DATE RECEIVED

Serial

UNIFOR	RM LIMITED OFFERING E	XEMPTIO	N	
	nendment and name has changed, and indicate on 20,000* in Limited Partnership Interests.	change.)		
Filing Under (Check box(es) that apply): Type of Filing: New Filing	Rule 504 Rule 505	⊠ Rule 506	☐ Section 4(6)	☑ ULOE
	A. BASIC IDENTIFICATION	DATA	,	
1. Enter the information requested about th	e issuer			
Name of Issuer (check if this is an am	endment and name has changed, and indicate c	hange.)		
Beecken Petty O'Keefe Fund II, L.	P			
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telepho	one Number (Including	g Area Code)
200 West Madison, Suite 1910, Ch	nicago, IL 60604	(3.1	2) 435 <u>-0300</u>	
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telepho	one Number (Including	Area Code)
Brief Description of Business			WEC.	1009
				1086
Type of Business Organization	_		1	
corporation	☐ limited partnership, already formed	∐ othe	er (please specify):	
business trust	limited partnership, to be formed			— BOOC F22Er
Actual or Estimated Date of Incorporation	or Organization: 1 2 0	ar 🛮 🖸 Acti	ual Estimated	DEC 24 2003
Jurisdiction of Incorporation or Organizatio	on: (Enter two-letter U.S. Postal Service abbre CN for Canada: FN for other foreign juriso		DE	THOMSON

GENERAL INSTRUCTIONS

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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The General Partner reserves the right to offer a greater amount of limited partnership interests.

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past five years; · Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer: · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. Check Box(es) that Apply: ☐ Beneficial Owner ☐ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Beecken Petty O'Keefe & Company II, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 200 West Madison, Suite 1910, Chicago, IL 60604 Check Box(es) that Apply: □ Promoter ☐ Director General and/or Beneficial Owner Managing Partner Full Name (Last name first, if individual) David K. Beecken Business or Residence Address (Number and Street, City, State, Zip Code) 200 West Madison, Suite 1910, Chicago, IL 60604 Check Box(es) that Apply: Promoter ■ Beneficial Owner □ Director General and/or Managing Partner Full Name (Last name first, if individual) John W. Kneen Business or Residence Address (Number and Street, City, State, Zip Code) 200 West Madison, Suite 1910, Chicago, IL 60604 Check Box(es) that Apply: Promoter ☐ Beneficial Owner □ Executive Officer General and/or □ Director Managing Partner Full Name (Last name first, if individual) Kenneth W. O'Keefe Business or Residence Address (Number and Street, City, State, Zip Code) 200 West Madison, Suite 1910, Chicago, IL 60604 Promoter ☐ Director Check Box(es) that Apply: Beneficial Owner General and/or Managing Partner Full Name (Last name first, if individual) William G. Petty Business or Residence Address (Number and Street, City, State, Zip Code) 200 West Madison, Suite 1910, Chicago, IL 60604 Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Executive Officer Check Box(es) that Apply: □ Promoter ■ Beneficial Owner □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

•				В.	INFORM	ATION AB	OUT OFFE	RING				
1. Has	the issuer s	sold, or doe					d investors in 2, if filin				Yes	No
2. Wha	t is the mir	nimum inve						_			. \$1,000,	000*
											Yes	No
		0. ,		•	Ū						. 🛛	
come offer and/	mission or ring. If a poor or with a st	similar ren erson to be ate or state	nuneration listed is ares, list the n	for solicitant associated the associ	ition of pur d person or broker or	chasers in agent of a dealer. If n	to be paid or connection broker or on nore than finformation	with sales dealer regis ive (5) pers	of securitions stered with sons to be I	the SEC isted are		
Full Na	me (Last na	ame first, i	f individua	1)								
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	et, City, Sta	ite, Zip Co	de)					
Name o	f Associate	ed Broker o	or Dealer								· · · · · · · · · · · · · · · · · · ·	
	n Which Pe										🗌 AI	1 States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[КҮ] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last na	ame first, i	f individua	1)								
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	et, City, Sta	te, Zip Co	de)					
Name o	f Associate	ed Broker o	or Dealer									
States in (Che	n Which Pe	erson Listed	d Has Solic	ited or Inte	ends to Sol	icit Purcha	sers					1 States
										[GA]		[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NЛ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
Full Na	me (Last na	ame first, i	f individua	1)								
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	de)					
Name o	f Associate	ed Broker o	or Dealer									
	n Which Pe											l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	ப ਨਾ [HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
նույ	ျပင္၂	$[3\nu]$	Frial	[IA]	լսւյ	[* 1]	[* A.]	[** 75]	[** *]	[** 1]	[** 1]	[117]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

^{*}The General Partner reserves the right to accept smaller participations.

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged			
		Aggrega		Amount Already
	Type of Security	Offering P	rice	Sold
	Debt	\$0		\$0
	Equity	\$0		\$0
	Convertible Securities (including warrants)	\$0		\$0
	Partnership Interests	\$200,000,000		\$0
	Other (Specify N/A)	\$0		\$0
	Total	\$200,000,000		\$0
	Answer also in Appendix, Column 3, if filing under ULOE.	9200,000,000	<u> </u>	40
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			Aggregate
		Number Investor		Dollar Amount of Purchases
	Accredited Investors	0		\$0
	Non-accredited Investors	N/A		\$N/A
	Total (for filings under Rule 504 only)	N/A		\$N/A
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.			
	Type of Offering	Type of Security		Dollar Amount Sold
	Rule 505			\$
	Regulation A			\$
	Rule 504			\$
	Total			\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees		\boxtimes	\$0
	Printing and Engraving Costs		\boxtimes	\$50,000
	Legal Fees	•••••	\boxtimes	\$600,000
	Accounting Fees	•••••	\boxtimes	\$50,000
	Engineering Fees	•••••	\boxtimes	\$0
	Sales Commission (specify finders' fees separately)		\boxtimes	\$0
	Other Expenses (identify) general fundraising expenses, travel and postage		\boxtimes	\$300,000
	Total		\boxtimes	\$1,000,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

 $^{{}^{\}star}\text{The General Partner reserves}$ the right to offer a greater amount of Limited Partnership Interests.

b.	and total expenses furnished in respons	gate offering price given in response to Part C - e to Part C – Question 4.a. This difference is the	ie "adjuste	ed	\$19	99,000,000
5.	each of the purposes shown. If the amount check the box to the left of the estimate	ed proceeds to the issuer used or proposed to bunt for any purpose is not known, furnish an es. The total of the payments listed must equal thresponse to Part C – Question 4.b above.	timate and	i		
				Payments to Officers, Directors & Affiliates		Payments To Others
	Salaries and fees		🛛	\$20,000,000*	\boxtimes	\$0
	Purchase of real estate		🛛	\$0	\boxtimes	\$0
	Purchase, rental or leasing and insta	allation of machinery and equipment	🛛	\$0	\boxtimes	\$0
	Construction or leasing of plant bui	ldings and facilities	🛛	\$0	\boxtimes	\$0
	offering that may be used in exchan	cluding the value of securities involved in this age for the assets or securities of another issuer		\$0	⊠	\$177,000,000
	Repayment of indebtedness		🛛	\$0	\boxtimes	\$0
	Working capital		🛛	\$0	\boxtimes	\$2,000,000
	Other (specify):		🛛	\$0	\boxtimes	\$0
				\$		\$
	Column Totals		🛛	\$20,000,000		\$179,000,000
	Total Payments Listed (column total	ls added)			9,000,	000
		D. FEDERAL SIGNATURE		· · · · · · · · · · · · · · · · · · ·		
follo	owing signature constitutes an undertakir	signed by the undersigned duly authorized persing by the issuer to furnish to the U.S. Securities by the issuer to any non-accredited investor p	s and Excl	nange Commissio	n, up	on written
	er (Print or Type)	Signature A Do M		Date 12/19/	b 3	
	cken Petty O'Keefe Fund II, L.P.	1441		<u>'''</u>		
Nan	ne of Signer (Print or Type)	Title of Signer (Print or Type) Managing Member of Beecken Petty O'Kee:	fe & Com	nany IIC gene	ral na	rtner of the
Dav	rid K. Beecken	general partner of Issuer	ic & Com	parry, LLC, gene	iai pai	taler of the

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

^{*}Estimated aggregate amount for first five years, and the Issuer will continue to pay management fees thereafter.

E. STATE SIGNATURE								
	presently subject to any of the disqualification provision	ons	Yes	No ⊠				
	See Appendix, Column 5, for state response.							
2. The undersigned issuer hereby undertakes Form D (17 CFR 239.500) at such times a	to furnish to any state administrator of any state in whas required by state law.	ich this notice is fi	led, a notic	e on				
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.								
Limited Offering Exemption (ULOE) of	issuer is familiar with the conditions that must be satis the state in which this notice is filed and understands the ishing that these conditions have been satisfied.							
The issuer has read this notification and knoundersigned duly authorized person.	ws the contents to be true and has duly caused this no	tice to be signed o	n its behal	If by the				
Issuer (Print or Type)	Signature /	Date						
Beecken Petty O'Keefe Fund II, L.P.	MALL SU	12/19	103					
Name (Print or Type)	Title (Print or Type)							
David K. Beecken	Managing Member of Beecken Petty O'Keefe & Comgeneral partner of Issuer	pany, LLC, genera	al partner o	of the				

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	Intend to non-a investors	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
G	3.7	.,		Number of Accredited	Accredited Non-Accredited						
State	Yes	No ⊠	*	Investors 0	Amount 0	Investors 0	Amount 0	Yes	No 🖂		
AK		 ⊠	*	0	0	0	0				
AZ			*	0	0	0	0				
AR		⊠	*	0	0	0	0		⊠		
CA		⊠	*	0	0	0	0		⊠		
СО		⊠	*	0	0	0	0		Ø		
СТ		⊠	*	0	0	0	0		⊠		
DE		⊠	*	0	0	0	0		⊠		
DC		⊠	*	0	0	0	0		Ø		
FL		☒	*	0	0	0	0		⊠		
GA		☒	*	0	0	0	0		⊠		
НІ		⊠	*	0	0	0	0		⊠		
ID		⊠	*	0	0	0	0		⊠		
IL		Ø	*	0	0	0	0		⊠		
IN		⊠	*	0	0	0	0		×		
IA		⊠	*	0	0	0	0		⊠		
KS		⊠	*	0	0	0	0		⊠		
KY		⊠	*	0	0	0	0		×		
LA		⋈	*	0	0	0	0		Ø		
ME		☒	*	. 0	0	0	0		×		
MD		☒	*	0	0	0	0		×		
MA		⊠	*	0	0	0	0		×		
MI		Ø	*	0	0	0	0		Ø		
MN		⊠	*	0	0	0	0		\boxtimes		
MS		Ø	*	0	0	0	0		Ø		
МО		Ø	*	0	0	0	0		⊠		
МТ		☒	*	0	0	0	0		⊠		
NE		☒	*	0	0	0	0		⊠		

APPENDIX

1	-	2	3		1	5 ification			
	to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				
				Number of Accredited		Number of Non-Accredited			
State	Yes	No	! 	Investors	Amount	Investors	Amount	Yes	No
NV		☒	*	0	0	0	0		⊠
NH		☒	*	0	0	0	0		⊠
NJ		Ø	*	0	0	0	0		⊠
NM		⊠	*	0	0	0	0		☒
NY		\boxtimes	*	0	0	0	0		⊠
NC		×	*	0	0	0	0		⋈
ND		⊠	*	0	0	0	0		Ø
ОН		Ø	*	0	0	0	0		⊠
ОК		\boxtimes	*	0	0	0	0		⊠
OR		⊠	*	0	0	0	0		⊠
PA		×	*	0	0	0	0		⊠
RI		Ø	*	0	0	0	0		Ø
SC		⊠	*	0	0	0	0		☒
SD		⊠	*	0	0	0	0		☒
TN		⊠	*	0	0	0	0		☒
TX		⊠	*	0	0	0	0		
UT		⊠	*	0	0	0	0		Ø
VT		⊠	*	0	0.	0	0		Ø
VA		⊠	*	0.	0	0	0		⊠
WA		X	*	0	0	0	0		
WV		Ø	*	0	0	0	0		×
WI		⊠	*	0	0	0	0		Ø
WY		⊠	*	0	0	0	0		⊠
PR		⊠	*	0	0	0	0		×

^{*}Up to \$200,000,000 in limited partnership interests.